

FOR THE DISTRICT OF NEW JERSEY

Caption in compliance with D.N.J. LBR 9004-1(b)

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Virginia P. Rueterholz, Joshua E. Schechter,
Andrea Weiss, Mary A. Winston, and Ann Yerger*

In re:

BED BATH & BEYOND INC., *et al.*,¹

Debtors.



Order Filed on July 1, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**STIPULATION AND CONSENT ORDER PERMITTING THE ADVANCEMENT OF DEFENSE
COSTS UNDER THE DEBTORS' DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICIES**

The relief set forth on the following pages, numbered two (2) through seven (7) is hereby

ORDERED.

DATED: July 1, 2024

Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the web site of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 650 Liberty Avenue, Union, New Jersey 07083.

This stipulation and consent order (the “Stipulation”) is made by and between Michael I. Goldberg as Plan Administrator for the Wind-Down Debtors in the above-captioned chapter 11 cases (the “Plan Administrator”), and Harriet Edelman, John Fleming, Sue Gove, Jeffrey Kirwan, Virginia Rueterholz, Joshua Schechter, Andrea Weiss, Mary Winston, Ann Yerger, Alexandra Cadenas, Solely in Her Capacity as “Personal Representative” Appointed to Administer the Estate of Gustavo Arnal, and Mark Tritton (collectively, the “Insureds” and with the Plan Administrator, the “Parties”), by and through their respective undersigned counsel, permitting the advancement of Defense Costs and other Losses (as each term is defined in the D&O Policy) under Side A of the Directors & Officers Liability Insurance Policy No. 8702221-00 (the “D&O Policy”) issued by Zurich American Insurance Company (“Zurich” or the “Insurer”) to Debtor Bed Bath & Beyond, Inc (“BBBY”), incurred in connection with certain matters noticed in accordance with the D&O Policy. The Parties stipulate, agree, and state as follows:

RECITALS

WHEREAS, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on April 23, 2023, in the United States Bankruptcy Court in the District of New Jersey (this “Court”);

WHEREAS, the Debtors continued to operate their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, on July 20 and 21, 2023, the Debtors filed their Joint Plan of Reorganization (as subsequently amended, the “Plan”)² and the Disclosure Statement related thereto;

² Capitalized terms not otherwise defined herein or in the D&O Policy shall have the meanings ascribed to them in the Plan.

WHEREAS, on September 14, 2023, the Court entered an order approving the Disclosure Statement on a final basis and confirming the Plan, and on September 29, 2023, the Effective Date of the Plan occurred and the Plan was consummated;

WHEREAS, pursuant to the Plan, on the Effective Date, the Plan Administrator became the sole representative of the Wind-Down Debtors;

WHEREAS, at various times prior to April 23, 2023, Insured Parties Harriet Edelman, John Fleming, Sue Gove, Jeffrey Kirwan, Virginia Ruesterholz, Joshua Schechter, Andrea Weiss, Mary Winston, Ann Yerger, Gustavo Arnal, and Mark Tritton each served as directors and/or officers of BBBY;

WHEREAS, Side A of the D&O Policy, set forth in the chart below, issued by Zurich to Debtor BBBY allows Zurich to advance Defense Costs and other Loss, subject to the terms and conditions of the D&O Policy, on behalf of the Insureds incurred in connection with certain matters noticed in accordance with the D&O Policy:

Insured's Name	Policy Number
Bed Bath & Beyond, Inc.	DOC 8702221-00

WHEREAS, for the policy period originally running from September 15, 2021 to September 2022 (the "Policy Period"), the Debtors maintained the D&O Policy issued by Zurich with an aggregate limit of liability of \$10,000,000 subject to the terms and conditions of the D&O Policy;

WHEREAS, on April 26, 2024, Harriet Edelman, John Fleming, Sue Gove, Jeffrey Kirwan, Virginia Ruesterholz, Joshua Schechter, Andrea Weiss, Mary Winston, Ann Yerger, Alexandra Cadenas, Solely in Her Capacity as "Personal Representative" Appointed to Administer the Estate of Gustavo Arnal, and Mark Tritton were each named as defendants in the New York

state action filed in the Supreme Court of the State of New York titled *20230930-DK-Butterfly-I, Inc., et al. v. Edelman, et al.*, No. 652164/2024 (N.Y. Sup. Ct. Apr. 26, 2024) (the “NY State Action”) relating to their service on the BBY Board of Directors and/or as Officers thereof;

WHEREAS, the Insureds believe that under Article V.D. of the Plan the injunction contained in Article X of the Plan (the “Plan Injunction”) would not prevent any Insurer from paying Loss on behalf of the Insureds under any D&O Liability Insurance Policy, including the D&O Policy, to the extent coverage is available under such policy, subject to and in accordance with its terms and conditions;

WHEREAS, as set forth in Article V.D. of the Plan, the Plan provides that after the Effective Date, the Plan Administrator shall not terminate or otherwise reduce the coverage under any D&O Liability Insurance Policies, including the D&O Policy, in effect on the Effective Date, with respect to conduct occurring prior thereto, and all officers, directors, trustee, managers, and members of the Debtors who served in such capacity at any time before the Effective Date shall be entitled in accordance with, and subject in all respects to, the terms and conditions of any applicable D&O Liability Insurance Policy, which shall not be altered, to the full benefits of any such D&O Liability Insurance Policy for the full term of such D&O Liability Insurance Policy regardless of whether such officers, directors, trustees, managers, or members remain in such position after the Effective Date;

WHEREAS, to the extent authorization is required to permit advancement of Defense Costs and other Loss under the D&O Policy, the Insureds seek relief to allow Zurich to advance such Defense Costs and other Loss under the D&O Policy pursuant to the D&O Policy’s terms and conditions upon entry of an order of the Bankruptcy Court permitting such advancements; and

WHEREAS, the Stipulation shall be without prejudice to any further requests from the Insureds to advance costs and expenses from the D&O Policy or any other D&O Liability Insurance Policy in connection with any other actions or claims covered by such policies.

STIPULATION

NOW, THEREFORE, in consideration of the foregoing recitals, it is hereby stipulated, consented, and agreed to by and among the Plan Administrator and the Insureds effective upon the Court's approval and entry of this Stipulation that:

1. To the extent the automatic stay, if applicable, and/or the Plan Injunction would otherwise prohibit the advancement of Defense Costs or payment of Loss under the D&O Policy, Zurich is authorized to make payments for Defense Costs and other Loss (as defined in the D&O Policy), incurred by the Insureds. The automatic stay, if applicable, and the Plan Injunction is hereby lifted, to the extent applicable and necessary, to effectuate the relief granted herein.

2. Subject in all respects to the terms of the D&O Policy and the Plan Administrator's complete reservation of rights set forth herein, payments made by Zurich under the D&O Policy pursuant to Paragraph 1 of this Stipulation shall reduce the respective limits of liability of the applicable policy and shall not be considered a violation of the automatic stay, if applicable, or the Plan Injunction. For the avoidance of doubt, this Order does not determine whether the proceeds of the D&O Policy are property of the Debtors' bankruptcy estates. The Parties' rights, claims, and defenses therewith are fully reserved.

3. The Plan Administrator may request from Zurich no more than once a quarter, and if so requested Zurich shall provide via e-mail, the aggregate amount of fees and expenses paid under the D&O Policy for the preceding quarter. No further disclosure relating to advances or payments under the D&O Policy shall be provided without further order of the Bankruptcy Court, with respect to which the Parties reserve their rights. For the avoidance of

doubt, any information provided by the Insureds (or their designee) to Zurich and subsequently provided by Zurich to the Plan Administrator shall remain strictly confidential, and the provision of such information shall not waive, or be deemed to waive, any applicable privilege of the Insureds or Zurich.

4. To the extent the Insureds seek payment under any other D&O Liability Insurance Policy for Loss in connection with the NY State Action, and the Plan Administrator, the Insureds, and the applicable Insurer(s), including, if applicable, Zurich, agree that coverage is available for such Loss, no further order of the Bankruptcy Court shall be required for the applicable Insurer(s) to make any payments for such Loss, subject to the terms and conditions of the applicable D&O Liability Insurance Policy and subject in all respects to the reservation of rights and reporting requirements contained herein.

5. This Stipulation is without prejudice to the rights of any party with respect to the D&O Policy, in accordance with this Stipulation and all such rights are expressly preserved.

6. Nothing in this Stipulation constitutes (a) an admission as to the validity of any claim or cause of action against any of the Insureds; (b) a waiver of the Insureds' rights to dispute any claim or cause of action under applicable law or non-bankruptcy law; or (c) a waiver of the Insureds' rights under the Plan, the Bankruptcy Code or under any other applicable law. Any payment made pursuant to the Stipulation is not intended to be and should not be construed as an admission to the validity of any claim or cause of action or a waiver of the Insureds' rights in any respect.

7. This Stipulation does not modify or alter any provision of the D&O Policy, or the Plan.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Stipulation shall be immediately effective and enforceable upon its entry. To the extent there is any conflict between the terms of this Stipulation and the Plan, the terms of the Plan control.

9. The Plan Administrator, Zurich, and the Insureds are authorized to take all actions necessary to effectuate the relief granted in this Stipulation.

10. This Court shall retain jurisdiction over the implementation of this Stipulation.

[Signature Page Follows]

Dated: June 21, 2024

**SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP**

/s/ Tansy Woan

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Her Capacity as "Personal Representative"
Appointed to Administer the Estate of
Gustavo Arnal*

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LLP**

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Counsel for the Plan Administrator

In re:
Bed Bath & Beyond Inc.
Debtor

Case No. 23-13359-VFP
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-2
Date Rcvd: Jul 01, 2024

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Total Noticed: 13

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 03, 2024:

Recip ID	Recipient Name and Address
db	+ Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, NJ 07083-8107
aty	+ Casey McGushin, 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Jacob E. Black, Kirkland and Ellis LLP., 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Max M Freedman, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, IL 60654-5412

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
aty	^ MEBN	Jul 01 2024 21:01:05	Charles B. Sterrett, Kirkland & Ellis, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	Jul 01 2024 21:03:46	Derek I. Hunter, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Jul 01 2024 21:00:08	Emily E. Geier, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Jul 01 2024 21:02:32	Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Jul 01 2024 21:03:50	Michael A. Sloman, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Jul 01 2024 20:58:24	Noah Z. Sosnick, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Jul 01 2024 21:03:58	Olivia F. Acuna, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Jul 01 2024 21:03:29	Richard U.S. Howell, P.C, KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	Jul 01 2024 20:58:16	Ross Fiedler, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643

TOTAL: 9

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.
NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities

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in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 03, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 1, 2024 at the address(es) listed below:

Name	Email Address
A. Jeff Ifrah	on behalf of Interested Party Federal Insurance Company jeff@ifrahlaw.com
A.J. Webb	on behalf of Creditor Select Consolidated Management LLC awebb@fbtlaw.com, awebb@ecf.courtdrive.com
Aaron Applebaum	on behalf of Creditor CR Mount Pleasant LLC aaron.applebaum@us.dlapiper.com, aaron--applebaum--3547@ecf.pacerpro.com
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Amish R. Doshi	

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